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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Foundation for Parks and Recreation Community Support, Inc.**

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## **ARTICLES OF INCORPORATION**

### **FOUNDATION FOR PARKS AND RECREATION COMMUNITY SUPPORT, INC. (A CORPORATION NOT-FOR-PROFIT)**

The undersigned, acting as the incorporator of a not-for-profit corporation pursuant to Chapter 617, Florida Statutes adopts the following Articles of Incorporation:

#### **ARTICLE I NAME**

Foundation for Parks and Recreation Community Support, Inc.

#### **ARTICLE II DEFINITIONS**

"Park" means a public park primarily out-of-doors but including ancillary indoor facilities and includes an underwater diving or snorkeling site and a public arts and cultural facility, which provides recreational or cultural opportunities that are attractive to residents and visitors in Bay County and which is owned, operated, sponsored, or supported by the Board of County Commissioners of Bay County, Florida, or a municipality located in Bay County, Florida, or by a not-for-profit organization operating in Bay County, Florida.

#### **ARTICLE III PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

17001 Panama City Beach Pkwy  
Panama City Beach, FL 32413

#### **ARTICLE IV PURPOSE AND POWERS**

The corporation shall be a nonprofit corporation organized exclusively for charitable, religious, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, including but not limited to:

To promote tourism and enhance the recreational and cultural activities of residents and visitors alike by supporting primarily capital expansions of Parks and Park equipment and Park facilities in Bay County, specifically:

To do all things and exercise all powers available to a corporation not-for-profit under the current or subsequent law of the State of Florida necessary or desirable to carry out its

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purpose, subject always to the limitations specified in these Articles.

To expend or distribute its assets solely for capital expenses to create, enlarge, or innovate the physical assets of one or more Parks, except as provided in Article V.

To reimburse the documented, reasonable, out-of-pocket expenses incurred by any employee of the corporation or by any volunteer in assisting the corporation in its purposes.

To solicit, accept, hold, and invest pending expenditure or distribution, contributions in cash or kind and the earnings thereon.

#### ARTICLE V LIMITATION ON POWERS AND RESTRICTIONS

No part of the corporation's net earnings, if any, shall inure to the benefit of any director or officer, member, individual, or entity (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes if such payment is otherwise permitted by governing law); and no substantial part of its activities shall be the carrying on of propaganda or otherwise attempting to influence legislation except as may be authorized pursuant to 26 U.S.C.A. Sec. 501; and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

The corporation shall not expend or distribute any of its assets for the expense of operation, maintenance, repair, or replacement of Parks or Park assets, except that the corporation may, but shall not be obligated to, expend or distribute a contribution (and any earnings thereon) for the expense of maintenance, operation, repair, or replacement of any Park or Park asset if authorized in writing by the donor of that contribution concurrently with the delivery of the contribution. Assets authorized for distribution for maintenance, operation, repair, or replacement may be co-mingled with other corporate assets but shall be accounted for separately including any earnings thereon.

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax as an organization described in Section 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

This corporation is intended to be an organization which is described in Section 501(c)(3) of the Code and which is exempt from federal income tax under Section 501(a) of the Code and which is not a "private foundation" within the meaning of Section 509(a) of the Code. All terms and provisions of these Articles of Incorporation and all operations of the corporation shall be construed, applied and carried out in accordance with such intent.

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**ARTICLE VI  
MEMBERS**

The corporation shall have no members.

**ARTICLE VII  
DIRECTORS**

The Board of Directors of the corporation shall be comprised of five (5) *ex officio* members, each holding one of the following offices:

PRESIDENT of  
Panama City Beach Convention and Visitors Bureau, Inc.  
Currently d/b/a Visit Panama City Beach

PRESIDENT of  
Mexico Beach Community Development Council, Inc. (MBCDC)

PRESIDENT of  
Panama City Community Development Council, Inc.  
Currently d/b/a Destination Panama City

PRESIDENT of  
Bay County Chamber Foundation, Inc.  
Currently d/b/a Bay County Chamber of Commerce

PRESIDENT of  
Economic Development Alliance of Bay County, Inc.  
Currently d/b/a Bay EDA

The members of the initial Board of Directors are:

DAN ROWE  
President of  
Visit Panama City Beach  
17001 Panama City Beach Parkway  
Panama City Beach, Florida 32413

KIMBERLY SHOAF  
President of  
MBCDC  
102 Canal Parkway  
Mexico Beach, Florida 32456

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JENNIFER VIGIL  
President of  
Destination Panama City  
101 West Beach Drive  
Panama City, Florida 32401

CAROL ROBERTS  
President of  
Bay County Chamber of Commerce  
235 West 5<sup>th</sup> Street  
Panama City, Florida 32401

REBECCA HARDIN  
President of  
Bay EDA  
5230 West Highway 98  
Panama City, Florida 32401

#### **ARTICLE VIII OFFICERS**

At the first Board of Directors meeting and thereafter to fill a vacancy the Directors shall elect officers from among their number. The Officers of the Association shall be a President, a Vice President, a Secretary/Treasurer, and such other officers as the Board of Directors may from time to time, by resolution, create. Any two or more offices may be held by the same person except the offices of President and Secretary.

#### **ARTICLE IX REGISTERED AGENT, MAILING ADDRESS AND STREET ADDRESS**

The street and mailing address of the corporation's registered office is:

17001 Panama City Beach Parkway  
Panama City Beach, Florida 32413

And the registered agent at that address is

DAN ROWE

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**ARTICLE X  
CORPORATE EXISTENCE**

The corporation shall have perpetual existence.

**ARTICLE XI  
BYLAWS**

The Board of Directors may adopt Bylaws consistent with these Articles.

**ARTICLE XII  
AMENDMENTS TO ARTICLES OF INCORPORATION**

Amendment of these Articles requires the approval of all Directors.

**ARTICLE XIV  
DISSOLUTION**

The Corporation may be dissolved by the vote of four directors at a duly held Board meeting at which all directors are present. If the corporation is dissolved, after paying all just corporate debts and obligations, the Board of Directors shall contribute any assets of the corporation remaining to one or more governmental entities located in Bay County, Florida, which operate a public park or to:

- (a) To a nonprofit organization succeeding the corporation which qualifies (i) as a governmental unit under Section 170(c)(1) of the Code, for a public purpose, or (ii) as an organization exempt from federal income tax under Section 501(a) of the Code and described in Section 501(c)(3) of the Code; or
- (b) To one or more nonprofit organizations selected by the Board of Directors of the Corporation which qualify (i) as governmental units under Section 170(c)(1) of the Code, for public purposes, or (ii) as organizations exempt from federal income tax under Section 501(a) of the Code and described in Section 501(c)(3) of the Code, or
- (c) Both the above

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ARTICLE XV  
STATUS

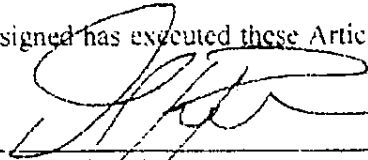
The corporation is *sui juris* and fully entitled to receive, hold, account for, and expend assets in its own name and for its own purposes, alone. The corporation's limited purpose is aligned with one of the many purposes of the Board of County Commission of Bay County, Florida, as well as of the Bay County municipalities which operate public parks.

ARTICLE XVI  
INCORPORATOR

The name and address of the Incorporator is:  
Carol Roberts  
President, Bay County Chamber of Commerce  
.235 W. 5<sup>th</sup> Street  
Panama City, Florida 32401

EXECUTION

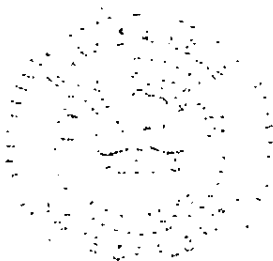
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4<sup>th</sup> day of October, 2023.

  
Dan Rowe

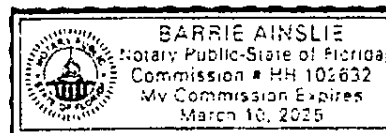
STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was acknowledged before me by means of physical presence this 4<sup>th</sup> day of October, 2023, by Dan Rowe who ☒ is personally known to me or ☐ has produced \_\_\_\_\_ as identification.

[SEAL]



Printed / Typed Name: Barrie Ainslie



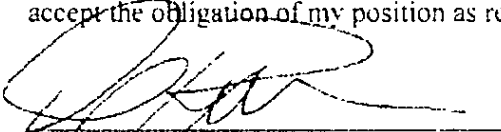
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STATE OF FLORIDA  
BARRIE AINSLIE  
COMMISSION # HH 102632  
MY COMMISSION EXPIRES  
MARCH 10, 2025

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**Acceptance of Appointment as Registered Agent**

I hereby accept the appointment this 4th day of October, 2023, as registered agent for the Foundation for Parks and Recreation Community Support, Inc., doing business as PARCS, and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

  
Registered Agent SignatureDan Rowe

Registered Agent Printed Name

Panama City Convention and Visitors Bureau, Inc  
17001 Panama City Beach Parkway  
Panama City Beach, FL 32413  
Entity

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